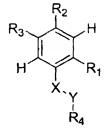
What is claimed is:

1. A compound of the formula



or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

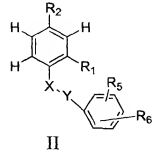
R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group; and

R_4 is an optionally substituted aryl provided that the aryl is not simultaneously substituted with a sulfonamide and a urea or thiourea, and further provided that the aryl is not solely substituted at the ortho-position relative to Y, or R_4 is an optionally substituted HET^2.

2. The compound of claim 1 having the formula II



II

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl, the alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

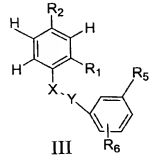
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

3. The compound of claim 1 having the formula III



III

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and $-NH-CO-aryl$;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, -

NO_2, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

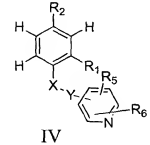
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

4. The compound of claim 1 having the formula IV



IV

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

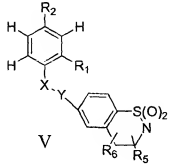
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

5. The compound of claim 1 having the formula V



V

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being further optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

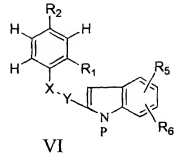
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

6. The compound of claim 1 having the formula VI



VI

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

P is Q_{16};

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, -NH-CO-HET^2, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, -

NO_2, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

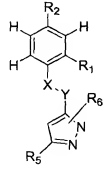
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

7. The compound of claim 1 having the formula VII



VII

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, -NH-CO-HET^2, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

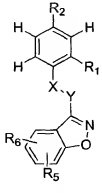
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

8. The compound of claim 1 having the formula VIII



VIII

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is H, halo, NO_2, CN, $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$ $-NH-(CZ_1)-R_8$, $-(CZ_1)-NH-R_8$, $-NH-(CZ_1)-NR_8R_8$, $-(CH_2)_k-NR_8R_8$, substituted aryl, substituted HET, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, aryl, substituted aryl, HET, substituted HET, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-(CZ_1)-NH-R_8$, $-NH-(CZ_1)-NR_8R_8$, or substituted C_{1-4}alkenyl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET, and substituted HET;

Each R_8 is independently H, alkyl, substituted alkyl, $-OQ_{16}$, aryl, substituted aryl, HET, substituted HET, cycloalkyl, and substituted cycloalkyl, or two R_8 substituents when attached to the same atom may be taken together to form a 5-8 membered ring, wherein the ring includes the atom to which the two R_8 substituents attach;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being further optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, cycloalkyl, phenyl, benzyl, $-CH_2$-substituted phenyl, and Het in which each of alkyl, cycloalkyl, phenyl, and Het optionally include 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$, provided that W is not S or O when R_5 or R_6 are $-(CH_2)_k-W-OR_{16}$;

Z_1 is =O;

Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

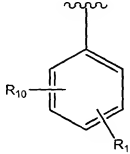
i is 0, 1, or 2; and

k is 0, 1, or 2.

9. The compound of claim 8, wherein at least one of R_5 and R_6 is a substituted phenyl or substituted HET.

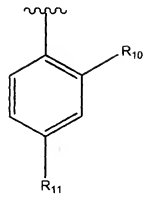
10. The compound of claim 9, wherein at least one of R_5 and R_6 is pyridine, pyrimidine, pyridazine, or pyrazine, each of which is optionally substituted with the substituents described for substituted HET.

11. The compound of claim 9, wherein the substituted phenyl has the formula



, wherein each R_{10} and R_{11} is selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-Q_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$.

12. The compound of claim 8, wherein the substituted phenyl has the formula



13. The compound of claim 8, wherein one of R_5 or R_6 is -NH-(CZ_1)-NR_8R_8.

14. The compound of claim 13, wherein $-NR_8R_8$ forms a 5-8 membered ring.

15. The compound of claim 14, wherein the ring is morpholino, pyrrolidinyl, or piperdinyl.

16. The compound of 13, wherein at least one of the R_8 substituents is benzyl or $-CH_2$-substituted phenyl.

17. The compound of claim 8, wherein one of R_5 or R_6 is $-(CH_2)_k$-$S(O)_l$-R_7 or -NH-SO_2-R_7.

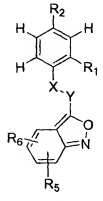
18. The compound of claim 17, wherein R_7 is het, substituted het, alkyl, or substituted alkyl.

19. The compound of claim 18, wherein het is indolinyl, pyrrolindinyl, or indolyl, pyrrolyl.

20. The compound of claim 18, wherein sustituted het includes a het substituent substituted with 1-3 of halo or CN.

21. The compound of claim 18, wherein substituted alkyl is an alkyl substituted with 1-3 of OH, NH_2, NHQ_{16}, $-NR_8R_8$.

22. The compound of claim 1 having the formula XXX



XXX

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is H, halo, NO_2, CN, $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$ $-NH-(CZ_1)-R_8$, $-(CZ_1)-NH-R_8$, $-NH-(CZ_1)-NR_8R_8$, $-(CH_2)_k-NR_8R_8$, substituted aryl, substituted HET, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, aryl, substituted aryl, HET, substituted HET, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-(CZ_1)-NH-R_8$, $-NH-(CZ_1)-NR_8R_8$, or substituted C_{1-4}alkenyl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET, and substituted HET;

Each R_8 is independently H, alkyl, substituted alkyl, $-OQ_{16}$, aryl, substituted aryl, HET, substituted HET, cycloalkyl, and substituted cycloalkyl, or two R_8 substituents when attached to the same atom may be taken together to form a 5-8

membered ring, wherein the ring includes the atom to which the two R_8 substituents attach;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being further optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, cycloalkyl, phenyl, benzyl, $-CH_2$-substituted phenyl, and Het in which each of alkyl, cycloalkyl, phenyl, and Het optionally include 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$, provided that W is not S or O when R_5 or R_6 are $-(CH_2)_k-W-OR_{16}$;

Z_1 is =O;

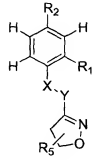
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

23. The compound of claim 1 having the formula IX



IX

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

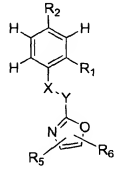
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

24. The compound of claim 1 having the formula X



X

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, -CN, NH_2, NO_2, alkyl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, -

NO_2, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

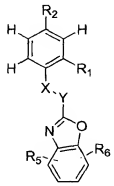
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

25. The compound of claim 1 having the formula XI



XI

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, -NH-CO-HET^2, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

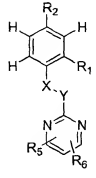
Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

26. The compound of claim 1 having the formula XII



XII

or a pharmaceutically acceptable salt thereof,

wherein

X = NH

Y = CO, CS, -C(=N-CN) or

X and Y together form an alkene, or C_3-C_5 cycloalkyl;

R_1 is $-HET^1$, $-CO-HET^1$, or $-NH-S(O)_2-Q^1$, the HET^1 being an optionally substituted HET^1;

Q_1 is selected from the group consisting of H, optionally substituted alkyl, or optionally substituted aryl;

R_2 is an electron withdrawing group;

R_5 is $-(CH_2)_k-S(O)_i-R_7$, $-NH-SO_2-R_7$, $-(CH_2)_k-W-R_8$, $-NH-(CZ_1)-R_8$, $-NH-(CZ_1)-NR_8$, substituted aryl, substituted C_{1-4}alkyl, or substituted C_{1-4}alkenyl;

R_6 is selected from H, halo, HET^2, -CN, NH_2, NO_2, alkyl, substituted alkyl, alkoxy, substituted alkoxy, $-NH-CO-HET^2$, and -NH-CO-aryl;

R_7 is selected from alkyl, substituted alkyl, aryl, substituted aryl, $-N(Q_{15})_2$, HET^2, and substituted HET^2;

R_8 is H, alkyl, substituted alkyl, aryl, substituted aryl, HET^2, substituted HET^2, cycloalkyl, substituted cycloalkyl;

Each Q_{15} is independently H, alkyl, cycloalkyl, heterocycloalkyl, heteroaryl, phenyl, or naphthyl, each optionally substituted with 1-4 substituents independently selected from -F, -Cl, -Br, -I, $-OQ_{16}$, $-SQ_{16}$, $-S(O)_2Q_{16}$, $-S(O)Q_{16}$, $-OS(O)_2Q_{16}$, $-C(=NQ_{16})Q_{16}$, $-S(O)_2-N=S(O)(Q_{16})_2$, $-S(O)_2-N=S(Q_{16})_2$, $-SC(O)Q_{16}$, $-NQ_{16}Q_{16}$, $-C(O)Q_{16}$, $-C(S)Q_{16}$, $-C(O)OQ_{16}$, $-OC(O)Q_{16}$, $-C(O)NQ_{16}Q_{16}$, $-C(S)NQ_{16}Q_{16}$, $-C(O)C(Q_{16})_2OC(O)Q_{16}$, -CN, $-NQ_{16}C(O)Q_{16}$, $-NQ_{16}C(S)Q_{16}$, $-NQ_{16}C(O)NQ_{16}Q_{16}$, $-NQ_{16}C(S)NQ_{16}Q_{16}$, $-S(O)_2NQ_{16}Q_{16}$, $-NQ_{16}S(O)_2Q_{16}$, $-NQ_{16}S(O)Q_{16}$, $-NQ_{16}SQ_{16}$, $-NO_2$, and $-SNQ_{16}Q_{16}$. The alkyl, cycloalkyl, and cycloalkenyl being furher optionally substituted with =O or =S;

Each Q_{16} is independently selected from -H, alkyl, and cycloalkyl. The alkyl and cycloalkyl optionally including 1-3 halos;

W is O, S, $-(CZ_2)-$, or $-(CHZ_3)-$;

Z_1 is O;

Z_2 is =O, =S , =N-OH, =N-O-alkyl, or =N-O-substituted alkyl;

Z_3 is -OH, -N=NH, -N=N-alkyl, -NH-alkyl, or -NH-substituted alkyl;

i is 0, 1, or 2; and

k is 0, 1, or 2.

27. The compound of claim 1, wherein Y is –CO–.

28. The compound of claim 1, wherein Y is –CS–.

29. The compound of claim 1, wherein X-Y is –C=C–.

30. The compound of claim 1, wherein is cyclopropyl.

31. The compound of claim 1, wherein R_2 is halo, -CN, $-NO_2$, HET^2, substituted HET^2, aryl, substituted aryl, -(CO)-alkyl, -(CO)-substituted alkyl, -(CO)-aryl, -(CO)-substituted aryl, -(CO)-O-alkyl, -(CO)-O-substituted alkyl, -(CO)-O-aryl, -(CO)-O-substituted aryl, $-OC(Z_n)_3$, $-C(Z_n)_3$, $-C(Z_n)_2$-O-$C(Z_m)_3$, $-SO_2$-$C(Z_n)_3$, $-SO_2$-aryl, $-CN(Q_{17})_2$, $-C(NQ_{17})Q_{17}$. $-CH=C(Q_{17})_2$, or $-C\equiv C-Q_{17}$, in which each Zn and Zm is independently H, halo, -CN, $-NO_2$ -OH, or C_{1-4}alkyl optionally substituted with 1-3 halo, -OH, NO_2, provided that at least one of Zn is halo, -CN, or NO_2.

32. The compound of claim 31, wherein R_2 is Br, Cl, F, I, -CN, formyl, acetyl, methoxyimino, hydroxyimino, $-CH_2$-halo, CH_2-CN, phenyl, thienyl, pyrazinyl, 1-methyl-1H-pyrrol-2-yl, pyridin-2-yl, chlorophenyl, nitrophenyl, cyanophenyl, chlorothienyl, methylthienyl, fluorophenyl, (trifluoromethy)phenyl, di (trifluoromethy)phenyl, difluorophenyl, dimethylisoxazolyl, dimethoxypyrimidinyl.

33. The compound of claim 1, wherein R_5 is $-NH_2$, $-SO_2$-NH-alkyl, $-SO_2$-NH-substituted alkyl, $-SO_2$-NH-aryl, -NH-SO_2-aryl, $-SO_2$-NH-substituted aryl, -NH-SO_2-substituted aryl, $-SO_2$-NH-HET^2, $-SO_2$-NH-substituted HET^2, $-SO_2$-N(alkyl)(substituted alkyl), $-SO_2$-N(alkyl)(aryl), $-SO_2$-N(alkyl)(substituted aryl), $-SO_2$-N(alkyl)(HET^2), $-SO_2$-N(alkyl)(substituted HET^2), -S-alkyl, -S-substituted alkyl, -O-alkyl, -O-aryl, -S-substituted alkyl, $-CH_2$-S-alkyl, $-CH_2$-S-substituted alkyl, $-(CH_2)_2$-S-alkyl, $-(CH_2)_2$-S-substituted alkyl, -C(O)-aryl, -C(O)H, -C(OH)-aryl, -C(N-OCH_3)-aryl, -C(N-OH)-aryl, -C(O)-C_{1-6}cycloalkyl, -NH-C(O)-O-C1-4alkyl, -NH-C(O)-aryl, -

NH-C(O)-substituted aryl, -NH-C(O)-HET^2, -NH-C(O)-substituted HET^2, -NHC(O)NH-aryl, -NHC(O)NH-substituted aryl, -NHC(O)NH-HET^2, -NHC(O)NH-substituted HET^2.

34. The compound of claim 33, wherein R_5 is (diethylamino)sulfonyl, (1H-indol-5-yl)aminosulfonyl, (furylmethylamino)sulfonyl, (ethoxycarbonyl)-1-piperazinylsulfonyl, pyridinylethylaminosulfonyl, (benzylamino)sulfonyl, (2-hydroxy-1-methylethyl)aminosulfonyl, (4-carboxyanilino)sulfonyl, (3,4-dihydro-1(2H)-quinolinyl)sulfonyl, [2-(3,5-dimethoxyphenyl)ethyl]aminosulfonyl, [(3S)-3-hydroxypyrrolidinyl]sulfonyl, (ethylanilino)sulfonyl, (3,5-dimethoxyanilino)sulfonyl, (2-hydroxy-2-phenylethyl)(methyl)amino]sulfonyl, (2,3-dihydro-1H-indol-1-yl)sulfonyl, (5-methoxy-2,3-dihydro-1H-indol-1-yl)sulfonyl, (5-fluoro-2,3-dihydro-1H-indol-1-yl)sulfonyl, (1H-benzimidazol-1-yl)sulfonyl, (5-fluoro-1H-indol-1-yl)sulfonyl, (1H-indol-1-yl)sulfonyl, (6-fluoro-1H-indol-1-yl)sulfonyl, (5-chloro-1H-indol-1-yl)sulfonyl, (6-chloro-1H-indol-1-yl)sulfonyl, (6-chloro-5-fluoro-1H-indol-1-yl)sulfonyl, (1H-pyrrol-1-yl)sulfonyl, (5-methoxy-1H-indol-1-yl)sulfonyl, (1H-pyrrolo[2,3-b]pyridin-1-yl)sulfonyl, (5-bromo-2,3-dihydro-1H-indol-1-yl)sulfonyl, (3,3-dimethyl-2,3-dihydro-1H-indol-1-yl)sulfonyl, (4-chlorophenyl)(methyl)amino]sulfonyl, benzylthio, methyl(pyridin-2-yl)amino]sulfonyl, (1H-indol-1-yl)sulfonyl, (pyrrolidin-1-yl)sulfonyl, (2-methylpyrrolidin-1-yl)sulfonyl, (morpholin-4-yl)sulfonyl, (piperidin-1-yl)sulfonyl, (methoxy-1H-indol-1-yl)sulfonyl, {methyl[(1R)-1-phenylethyl]amino}sulfonyl, {methyl[(1S)-1-phenylethyl]amino}sulfonyl, [(2-aminophenyl)(methyl)amino]sulfonyl, (dipropylamino)sulfonyl, benzylsulfanyl, (dipropylamino)sulfanyl, (dipropylamino)sulfinyl, [4-chloro(methyl)anilino]sulfonyl, (phenylthio)methyl, benzyloxy, 3-(ethylthio), (pyridin-4-ylmethyl)thio, phenoxy, phenylthio, (pyridin-4-ylmethyl)thio, benzylthio, (1-phenylethyl)thio, cyclopentylthio, cyclopentylsulfinyl, benzoyl, hydroxy(phenyl)methyl, (methoxyimino)(phenyl)methyl, (hydroxyimino)(phenyl)methyl, cyclopentylcarbonyl, benzoylamino, furoylamino, (thien-2-ylacetyl)amino, (mesitylcarbonyl)amino, (1,3-benzodioxol-5-ylcarbonyl)amino, 3-(2,4-dimethoxybenzoyl)amino, (phenylthio)acetylamino, (anilinocarbonyl)amino, (2,4-difluorophenyl)amino carbonylamino, (3-cyanophenyl)aminocarbonylamino, (3-acetylphenyl)aminocarbonylamino, -

(trifluoromethoxy)phenylsulfonylamino, (thien-2-ylacetyl)amino, (5-nitro-2-furoyl)amino, (5-chloro-2-methoxyphenyl)aminocarbonylamino, (4-phenoxyphenyl)aminocarbonylamino, (4-acetylphenyl)aminocarbonylamino, phenylethynyl, 2-phenylethyl, 4-Chlorophenyl, benzyloxy, phenoxy, alkylthio, phenyl, dihalophenyl, amino, acetylamino, benzoylamino, phenylacetylamino, methylsulfonylamino, phenylsulfonylamino, benzylsulfonylamino, benzyloxy, hydroxy, 3-phenoxypropoxy, (2,3-dihydro-1,4-benzodioxin-2-yl)methoxy, cyclobutylmethoxy, (2,2-dimethyl-1,3-dioxolan-4-yl)methoxy, 2,3-dihydroxypropoxy, cyclobutyloxy, 2-methoxy-1-methylethoxy, isopropoxy, cyclopropylmethoxy, cyclohexylmethoxy, 2-methoxyethoxy, tetrahydro-2H-pyran-2-yl-methoxy, (oxiran-2-yl)methoxy, 2-hydroxy-3-isopropoxypropoxy, furylmethoxy, pentyloxy, phenylacetylamino, Benzoylamino, Acetyloxyacetylamino, cyclopentylcarbonylamino, 6-Chloropyridin-3-ylcarbonylamino, isoxazol-5-ylcarbonylamino, 2,4-difluorobenzoylamino, fluoroacetylamino, Acetylamino, 4-Chlorophenylacetylamino, 4-methoxyphenylacetylamino, cyclopentylacetylamino, 3-fluorobenzoylamino, 3-cyanophenylacetylamino, cyclohexylcarbonylamino, propionylamino, 5-methoxy-5-oxopentanoylamino, Butyrylamino, 4-Bromobenzoylamino, 3-phenylpropanoylamino, phenoxyacetylamino, 3-cyclopentylpropanoylamino, 3-methoxy-3-oxopropanoylamino, 2-ethylhexanoylamino, 3,4-dimethoxyphenylacetylamino, 3,5,5-trimethylhexanoylamino, cyclopropylcarbonylamino, methoxyacetylamino, 3-methylbutanoylamino, pentanoylamino, 4,7,7-trimethyl-3-oxo-2-oxabicyclo[2.2.1]hept-1-ylcarbonylamino, Chloro(phenyl)acetylamino, Benzyloxyacetylamino, 3-ethoxy-3-oxopropanoylamino, 1-Adamantylcarbonylamino, hexanoylamino, 2-phenylcyclopranolyamino, 2-phenylbutanoylamino, heptanoylamino, Acetyloxyphenylacetylamino, thien-2-ylcarbonylamino, 2-methylbutanoylamino, 8-methoxy-8-oxooctanoylamino, 2-ethylbutanoylamino, octanoylamino, cyclobutylcarbonylamino, 1,3-dioxo-1,3-dihydro-2H-isoindol-2-yl, Benzylthio, morpholin-4-ylsulfonylbenzoylamino, 1H-indol-2-ylcarbonylamino, 1-methyl-1H-indol-2-ylcarbonylamino, 5-phenylisoxazol-3-ylcarbonylamino, 5-phenylpentanoylamino, 4-phenylbutanoylamino, 4-(4-methoxyphenyl)butanoylamino, 2-Chlorophenylacetylamino, 2,4-dichlorophenylacetylamino, 3,4-dichlorophenylacetylamino, 3-Chlorophenylacetylamino, 3-(trifluoromethyl)phenylacetylamino, 3-methylphenylacetylamino, 4-tert-

Butylphenylacetylamino, 3-methoxyphenylacetylamino, 2-methoxyphenylacetylamino, 2-methylphenylacetylamino, 4-(trifluoromethyl)phenylacetylamino, 4-isopropylphenylacetylamino, 4-methylphenylacetylamino, 4-fluorophenylacetylamino, 2-(trifluoromethyl)phenylacetylamino, 3-fluorophenylacetylamino, phenylthioacetylamino, naphthylacetylamino, naphthyloxyacetylamino, 2-propoxybenzoylamino, tetrahydrofuran-3-ylcarbonylamino, 1-methylcyclopropylcarbonylamino, 4-ethoxyphenylacetylamino, 1-Benzothien-3-ylacetylamino, 1,1'-Biphenyl-4-ylcarbonylamino, 4-Butoxybenzoylamino, 2-(2-phenylethyl)benzoylamino, 1,1'-Biphenyl-2-ylcarbonylamino, 4-(ethylthio)benzoylamino, 2-(methylsulfonyl)benzoylamino, 2,6-dichlorophenylacetylamino, 1,1'-Biphenyl-4-ylacetylamino, 1,3-Benzodioxol-5-ylacetylamino, 3,3-dimethylbutanoylamino, thien-2-ylacetylamino, 3-methyl-5-phenylisoxazol-4-ylcarbonylamino, [2-(2-methoxyethoxy)ethoxy]acetylamino, (2-hydroxybenzoyl)amino, prolylamino, (3-methylisoxazol-5-yl)acetylamino, 4-Azido-3-iodobenzoylamino, (diethylamino)sulfonyl, (1H-indol-5-yl)aminosulfonyl, (furylmethylamino)sulfonyl, (ethoxycarbonyl)-1-piperazinylsulfonyl, pyridinylethylaminosulfonyl, (benzylamino)sulfonyl, (2-hydroxy-1-methylethyl)aminosulfonyl, (4-carboxyanilino)sulfonyl, (3,4-dihydro-1(2H)-quinolinyl)sulfonyl, [2-(3,5-dimethoxyphenyl)ethyl]aminosulfonyl, [(3S)-3-hydroxypyrrolidinyl]sulfonyl, (ethylanilino)sulfonyl, (3,5-dimethoxyanilino)sulfonyl, (2-hydroxy-2-phenylethyl)(methyl)amino]sulfonyl, (2,3-dihydro-1H-indol-1-yl)sulfonyl, (5-methoxy-2,3-dihydro-1H-indol-1-yl)sulfonyl, (5-fluoro-2,3-dihydro-1H-indol-1-yl)sulfonyl, (1H-benzimidazol-1-yl)sulfonyl, (5-fluoro-1H-indol-1-yl)sulfonyl, (1H-indol-1-yl)sulfonyl, (6-fluoro-1H-indol-1-yl)sulfonyl, (5-chloro-1H-indol-1-yl)sulfonyl, (6-chloro-1H-indol-1-yl)sulfonyl, (6-chloro-5-fluoro-1H-indol-1-yl)sulfonyl, (1H-pyrrol-1-yl)sulfonyl, (5-methoxy-1H-indol-1-yl)sulfonyl, (1H-pyrrolo[2,3-b]pyridin-1-yl)sulfonyl, (5-bromo-2,3-dihydro-1H-indol-1-yl)sulfonyl, (3,3-dimethyl-2,3-dihydro-1H-indol-1-yl)sulfonyl, (4-chlorophenyl)(methyl)amino]sulfonyl, benzylthio, methyl(pyridin-2-yl)amino]sulfonyl, (1H-indol-1-yl)sulfonyl, (pyrrolidin-1-yl)sulfonyl, (2-methylpyrrolidin-1-yl)sulfonyl, (morpholin-4-yl)sulfonyl, (piperidin-1-yl)sulfonyl, (methoxy-1H-indol-1-yl)sulfonyl, {methyl[(1R)-1-phenylethyl]amino}sulfonyl,

{methyl[(1S)-1-phenylethyl]amino}sulfonyl, [(2-aminophenyl)(methyl)amino]sulfonyl, (dipropylamino)sulfonyl, benzylsulfanyl, (dipropylamino)sulfanyl, (dipropylamino)sulfinyl, [4-chloro(methyl)anilino]sulfonyl, (phenylthio)methyl, benzyloxy, 3-(ethylthio), (pyridin-4-ylmethyl)thio, phenoxy, phenylthio, (pyridin-4-ylmethyl)thio, benzylthio, (1-phenylethyl)thio, cyclopentylthio, cyclopentylsulfinyl, benzoyl, hydroxy(phenyl)methyl, (methoxyimino)(phenyl)methyl, (hydroxyimino)(phenyl)methyl, cyclopentylcarbonyl, benzoylamino, furoylamino, (thien-2-ylacetyl)amino, (mesitylcarbonyl)amino, (1,3-benzodioxol-5-ylcarbonyl)amino, 3-(2,4-dimethoxybenzoyl)amino, (phenylthio)acetylamino, (anilinocarbonyl)amino, (2,4-difluorophenyl)amino carbonylamino, (3-cyanophenyl)aminocarbonylamino, (3-acetylphenyl)aminocarbonylamino, -(trifluoromethoxy)phenylsulfonylamino, (thien-2-ylacetyl)amino, (5-nitro-2-furoyl)amino, (5-chloro-2-methoxyphenyl)aminocarbonylamino, (4-phenoxyphenyl)aminocarbonylamino, (4-acetylphenyl)aminocarbonylamino, phenylethynyl, 2-phenylethyl, 4-Chlorophenyl, benzyloxy, phenoxy, alkylthio, phenyl, dihalophenyl, amino, acetylamino, benzoylamino, phenylacetylamino, methylsulfonylamino, phenylsulfonylamino, and benzylsulfonylamino.

35. The compound of claim 1, wherein R_6, is H, halo, -CN, NH_2, NO_2, methyl, methoxy, $-(CH_2)_2$-OH, morpholinyl, and $-(CH_2)_2$-O-CO-CH_3.

36. The compound of claim 1, wherein R_1 is 5-oxo-4,5-dihydro-1,2,4-oxadiazol-3-yl, 5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl, methylsulfonylaminocarbonyl, 4-methylphenylsulfonylaminocarbonyl, 1H-tetraazol-5-yl, hydrazinocarbonylphenyl, 5-thioxo-4,5-dihydro-1,3,4-oxadiazol-2-yl, 1,1-dioxido-2H-1,2,4-benzothiadiazin-3-yl, 4-oxo-3,4-dihydroquinazolin-2-yl, amino(hydroxyimino)methyl, 2H-tetraazol-2-ylmethyl pivalate.

37. A method for sanitizing or disinfecting comprising administering an effective amount of the antibacterial compound of claim 1.